

People and Safety Committee Charter

Queensland Rail

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1. Purpose

- 1.1 The People and Safety Committee (the **Committee**) is a Queensland Rail Statutory Authority (the **Authority**) Board Committee created to assist the Board in the effective discharge of its governance and oversight responsibilities relating to the human resource and safety practices of the Authority and its wholly owned subsidiary Queensland Rail Limited (together **Queensland Rail**).
- 1.2 The Committee works with Senior Executives to monitor, develop and improve Queensland Rail's corporate culture with an emphasis on safety and creating an environment that fosters pride, engagement and performance. Queensland Rail views its employees as an integral part of its success, and as such, aims to provide a workplace that promotes and encourages personal and professional development.
- 1.3 The Committee will oversee and monitor the remuneration and performance framework for Queensland Rail's Senior Executives and employees and the development of human resource policies and practices to enhance employee engagement and workforce productivity. The Committee will also provide strategic direction and oversight for policies, frameworks and practices dealing with the safe operation of Queensland Rail's network and trains and the security and safety of Queensland Rail's customers, employees and the public.
- 1.4 This Charter sets out the role and responsibilities delegated by the Board to the Committee and the Committee's membership and structure.

2. Key Responsibilities

- 2.1 The Committee will review, oversee and provide recommendations to the Board on the following **People** matters:
 - (a) the annual remuneration and performance review of the CEO and Senior Executives including the establishment of appropriate performance measures and performance review outcomes;
 - (b) succession planning for the CEO and Senior Executives;
 - (c) the development of human resource policies and practices which enhance organisational performance, workforce productivity, diversity and inclusion, workplace flexibility, and leadership capability in line with the organisation's expected values and behaviours;
 - (d) the adequacy and effectiveness of Queensland Rail's code of conduct, remuneration, learning and development and industrial relations strategies and plans;
 - (e) workplace agreements, enterprise bargaining agreements and similar industrial agreements and instruments; and
 - (f) professional development of Board Members, CEO and Senior Executives.

- 2.2 The Committee will review, oversee and provide recommendations to the Board on the following **Safety** matters:
- (a) Queensland Rail's Zero Harm philosophy;
 - (b) frameworks and practices dealing with the health, safety and welfare of Queensland Rail's customers, employees and the public;
 - (c) the adequacy and effectiveness of Queensland Rail's compliance with relevant safety and environmental legislation, regulations, engineering standards and accreditation requirements;
 - (d) Queensland Rail's safety related risks, controls and assurance processes;
 - (e) the development of appropriate safety audit processes;
 - (f) development of policies, frameworks and practices relating to the security and safety of Queensland Rail's network and trains;
 - (g) significant safety and environmental incidents or hazards and processes for responding to them; and
 - (h) safety related issues that have strategic, business or reputational implications for Queensland Rail and monitor management of those issues.
- 2.3 The Committee is also to consider, evaluate and report (as required) on any matters specifically referred to the Committee by the Board or by any other Board subcommittees.

3. Membership

- 3.1 The Committee will be structured so that it:
- (a) consists exclusively of non-executive Board Members;
 - (b) consists of a majority of independent Board Members;
 - (c) is chaired by an independent Board Member, who is not the Chair of the Board; and
 - (d) is comprised of at least three Members.
- 3.2 Committee Members:
- (a) will be appointed by the Board which will select a Committee Member as the Chair; and
 - (b) will cease to be Members if they cease to be a Board Member.
- 3.3 Committee Members should have working knowledge of remuneration and safety principles and understand the operational and strategic risk profiles of Queensland Rail.
- 3.4 The duties and responsibilities of a Committee Member will be in addition to those set out for Board Members.

4. Meetings

- 4.1 Committee meetings will be convened at least four times a year or more frequently if required. In addition, the Committee Chair may call such additional meetings as may be necessary to address any matters referred to the Committee by the Board, Chief Executive Officer or other executives, or in respect of matters that the Committee wishes to pursue.
- 4.2 The quorum of the meeting will be half (rounded up to the nearest whole number) of the appointed Members to the Committee.
- 4.3 In the absence of the Chair or appointed delegate, the Committee may elect a Member present to chair the meeting.
- 4.4 The Committee may elect to conduct meetings by telephone or videoconference provided that all Committee Members involved in the meeting are able to participate in discussion.
- 4.5 The Company Secretary or his/her delegate will be the Committee 'Secretary'. The Secretary will be responsible for the preparation and compilation of the meeting agenda and accurately minuting all Committee decisions in consultation with the Chair. The Secretary will also be responsible for the timely tabling of all correspondence, reports and other information relevant to the Committee's deliberations and operations.
- 4.6 Minutes and Actions are prepared within a reasonable time following each Committee meeting. Following review by the Chair, the Minutes are circulated to Members for approval and inclusion in the Minute book within one month of the Committee meeting and Actions are advised to Management for execution.
- 4.7 The CEO, Group Executive People and Culture, Group Executive Safety, Risk and Assurance, Head of SEQ and Head of Regional attend Committee meetings by standing invitation unless otherwise requested by the Committee. Other Senior Executives and staff may be required to attend Committee meetings (in whole or in part) on a regular basis or as requested from time to time by the Committee.

5. Conflicts of Interest

- 5.1 Committee Members must:
 - (a) disclose to the Committee any actual or potential conflict of interest which may exist as soon as they become aware of the issue;
 - (b) take any necessary and reasonable measures to try and resolve the conflict;
 - (c) comply with the *Queensland Rail Transit Authority Act* and *Corporations Act* requirements in relation to the disclosure of interests and restrictions on voting.
- 5.2 Unless the Committee Members decide otherwise, if a conflict or potential conflict situation exists, the conflicted Committee Member will be excluded from all considerations on the matter by the Committee including any segment of the Committee papers or other documents containing any reference to the matter.

- 5.3 Committee Members are expected to advise the Chair of any proposed Board or executive appointments to other organisations as soon as practicable.

6. Scope, Access and Authority

- 6.1 The Committee is authorised to investigate any matter within the scope of its delegated responsibilities and make appropriate recommendations to the Board.
- 6.2 The Committee has the authority to seek any information it requires to carry out its duties from any officer or employee of Queensland Rail.
- 6.3 Except as specifically stated in section 6, the Committee has limited authority and exists to provide recommendations to the Board on issues within the purview of the Committee.
- 6.4 The Committee has the authority to consult any independent professional advisers it considers appropriate to assist in meeting its responsibilities.

7. Reporting

- 7.1 The Committee Chair reports on, and circulates to the Board, a copy of endorsed Committee minutes at the earliest possible Board meeting after each Committee meeting.
- 7.2 The Committee will prepare and submit to the Board any additional reports as appropriate.
- 7.3 Through the above protocols, all matters relevant to the Committee's role and responsibilities will be reported to the Board.

8. Review of Committee Performance

- 8.1 A Committee effectiveness assessment will be completed on a periodic basis.
- 8.2 The review is generally completed in conjunction with the Board Evaluation process.

9. Review of Charter

- 9.1 The Charter will be reviewed at least biennially by the Committee to ensure that the Charter remains consistent with the Committee's authority, objectives and responsibilities.
- 9.2 Any changes to the Charter recommended by the Committee must be approved by the Board.

10. Publication of Charter

10.1 A copy of the People and Safety Committee Charter is available at www.queenslandrail.com.au.

Adopted by the Board on 30 January 2020